

In the event the Highly Sensitive Confidential Information involves competitive information that could be utilized by competitors so as to place the producing party at a significant disadvantage, then the production of such information to a competitor of the producing party shall be limited to counsel and outside consultants (or if no outside consultant, regulatory employees acting at direction of counsel). Counsel and outside consultants (or described regulatory employees) are restricted from disclosing the content of the Highly Sensitive Confidential Information to the competitor or non-regulatory employees of the competitor.

Notwithstanding the above, certain information that is of such a highly confidential nature that it will not be adequately protected under a designation of Highly Sensitive Confidential Information may be designated as "Highly Sensitive Confidential Information--Restricted" and will be disclosed only to General Counsel and OPUC pursuant to Paragraph 10 herein.

Parties reserve the right to challenge a classification of information as Highly Sensitive Confidential Information--Restricted and its production only to General Counsel and OPUC by filing a notice of the type described in Paragraph 11 herein. The party asserting the classification shall not be required to produce the information to any other entity than General Counsel and OPUC except as required by order of the Administrative Law Judge. The burden of establishing that the information in question should be protected from disclosure in this manner is on the party asserting this classification.

The party producing information claimed to be Highly Sensitive Confidential Information shall be responsible for monitoring the inspection and any notetaking allowed under this Protective Order. The General Counsel and OPUC shall be responsible for monitoring the

inspection and any notetaking, whether that review occurs at the responding party's designated location or at the respective agencies' location, as permitted pursuant to the provisions of Paragraph 10 below.

General Counsel and Office of Public Utility Counsel

10. In recognition of the unique positions of General Counsel and OPUC and to facilitate the performance of statutory responsibilities assigned to those parties, the procedures set forth in this paragraph apply when General Counsel or OPUC request information that the responding party designates as either "Confidential Information" or "Highly Sensitive Confidential Information." To the extent the requirements of this paragraph conflict with any requirements contained in other paragraphs of this Order, the requirements of this paragraph shall control.

When, in response to any discovery request or other filing made in this proceeding, a party either furnishes Confidential Information or makes available for review information claimed to be Highly Sensitive Confidential Information, that party shall also deliver two copies of the non-voluminous Confidential Information or one copy of the non-voluminous Highly Sensitive Confidential Information to the offices of both General Counsel and OPUC in Austin. Unless otherwise ordered or agreed, such copies shall be delivered the same date either that the response(s) to the discovery request(s) or filing would be due or the information would be available for inspection by the requesting party. The information produced shall be organized and identified as Confidential in the manner described in Paragraph 5. General Counsel and OPUC need not specifically request production of Confidential Information or Highly Sensitive

Confidential Information. General Counsel and Commission staff may maintain these documents at their Commission offices.

Copies of any information claimed to be either Confidential Information, Highly Sensitive Confidential Information or High Sensitive Confidential Information – Restricted delivered pursuant to this procedure shall be provided to General Counsel and OPUC until the conclusion of proceedings arising from this docket.

Voluminous information designated as either Confidential Information or Highly Sensitive Confidential Information may be reviewed at the responding party's Austin location, as described in Paragraph 7 of this Protective Order.

No additional copies of either Confidential Information or Highly Sensitive Confidential Information shall be made, unless the parties agree otherwise or, upon a showing of good cause, the Administrative Law Judge directs otherwise. Copies of any information claimed to be Confidential Information or Highly Sensitive Confidential Information shall remain the property of the producing party.

Copies of any information claimed to be Highly Sensitive Confidential Information that are provided pursuant to this paragraph shall remain in Austin in the possession and control of the attorney of record or designated person(s) to whom the information is provided, unless the parties agree otherwise. The attorney of record or the designated person(s) have the ultimate responsibility for the care, control, and custody of the copies and for restricting access to such information to Commission and OPUC staff, including consultants who may be hired for this case, who have agreed in writing to be bound by the provisions of this Protective Order, as evidenced by execution of Exhibit A. Ultimate responsibility, as used herein, does not

necessitate actual physical supervision of staff and consultants during the review process. When such copies of Highly Sensitive Confidential Information are not being reviewed, they shall be kept in a locked storage facility.

If General Counsel or OPUC receives an Open Records Act request for disclosure of information claimed to be either Confidential Information or Highly Sensitive Confidential Information (or any notes reflecting such information), then the recipient of that request for disclosure, whether General Counsel or OPUC, shall, as promptly as is reasonably feasible (preferably no later than two (2) business days following receipt of that request), notify the responding party that a request for disclosure has been made pursuant to the Open Records Act. The recipient of that request for disclosure shall timely request an Attorney General's opinion as to whether the information falls within any of the exemptions identified in Subchapter C of the Open Records Act, Tex. Government Code, Chapter 552. Specifically, pursuant to Subchapter G of the Texas Government Code, Chapter 552 (the Open Records Act), the recipient of that request for disclosure shall request that the applicable agency decline to release the requested information, in order to request an Attorney General opinion. As provided for in Subchapter G, the party seeking non-disclosure may submit in writing to the Attorney General that party's reasons for withholding the information. If an Attorney General opinion is issued regarding the claim of confidentiality (including a claim of Highly Sensitive Confidential), General Counsel and OPUC shall, as promptly as is reasonably feasible (preferably within two (2) business days following the issuance of the opinion), provide a copy of that opinion to the responding party. If an Attorney General opinion recommends disclosure of Confidential Information (including information claimed to be Highly Sensitive Confidential), either in whole

or in part, then General Counsel and OPUC shall not release such information publicly for ten calendar days, in order to allow the responding party time to pursue any legal remedies that it may have.

Declassification of Confidential or Highly Sensitive Confidential Material

11. If a party, after review of the information designated as Confidential Information, Highly Sensitive Confidential Information or Highly Sensitive Confidential Information -- Restricted, wishes to contest such designation, such party shall, as soon as possible, but no later than the conclusion of the hearing on the merits (or the conclusion of the proceeding if there is no hearing on the merits), file and serve on all parties, written notice of a request for declassification of information designated as Confidential Information. The notice of request for declassification shall identify with particularity each of the issues for which the party seeks declassification and the reasons such information should be declassified. Failure to file such a request for declassification within the time specified shall constitute waiver of the right to contest designations of information as confidential information or highly sensitive confidential information for purposes of this decision. Within ten working days after receipt of the request for declassification (or other period as established by the ALJ), the party asserting confidentiality shall file its response to that request. The response shall include sworn affidavits showing all facts, if any, not evident from the face of the information in dispute that the party wishes considered and shall also include the submitting of a copy of the documents in question to the Administrative Law Judge for *in camera* view. Failure to file a response to the request for declassification within ten working days shall constitute waiver of the assertion of confidentiality. The party asserting confidentiality shall bear the burden of establishing the need

to designate information as Confidential. The parties agree to attempt to resolve such disputes by negotiated settlement.

Documents submitted for *in camera* view shall not be filed with the Commission filing clerk. Such documents will not be accessible to the other parties except pursuant to the terms of this Protective Order, unless subsequently so ordered by the Administrative Law Judge, the Commission, or a court of competent jurisdiction. Such documents shall be provided in a sealed envelope marked Confidential or Highly Sensitive Confidential with a label that includes: (1) the docket number for this case; (2) the name of the party submitting the documents by specific RFI number, e.g., SWB's Response to OPUC's Third RFI, Question No. 10. If an envelope contains more than one document, each document shall be segregated and separately identified. The ALJ need not undertake the responsibility to identify documents not clearly marked. Failure to clearly identify documents may result in the loss of the asserted privileges.

The party challenging confidentiality and the party asserting confidentiality agree to be as specific as possible in their pleadings when asserting that a document, or portion thereof, should or should not be declassified.

Disclosure, if ordered, shall be made within five calendar days of the ruling unless otherwise ordered or agreed to by the responding and requesting parties.

Storage at the Commission

12. Confidential Information, including that portion of testimony containing references thereto, if filed with the Commission, shall clearly be labeled as Confidential and filed under seal, and shall be segregated in the files of the Commission, and shall be withheld from inspection by any person not bound by the terms of this Protective Order, unless such

Confidential Information is released from the restrictions of this Order either through agreement of the parties, or, after notice to the parties and hearing, pursuant to the order of the presiding Administrative Law Judge, the Commission, or a court having jurisdiction.

Good Faith Use of Material

13. To the extent that such efforts will not damage a party's presentation of its position in this docket, each party shall use its best efforts to phrase deposition and other discovery questions, prefiled testimony, questions asked on live examination of a witness, briefs, other pleadings and oral argument in a way which will eliminate or minimize the need for documents in the record to be under seal. Any party intending to refer to Confidential Information during a Commission proceeding in this docket shall, as soon as possible, provide advance notice of this to the parties and the Administrative Law Judge or the Commission, whichever is presiding over the proceeding, identifying with particularity the Confidential Information in question. The party asserting confidentiality bears the burden of proving that the alleged Confidential material should be admitted under seal.

If it becomes necessary, or at the request of a party, the ALJ will, by subsequent order, establish additional guidelines addressing the procedures and standards for admissibility of alleged Confidential or Highly Sensitive Confidential materials.

14. All persons who may be entitled to receive, or who are afforded access to, any Confidential Information by reason of this Protective Order shall neither use nor disclose the Confidential Information for any purpose other than preparation for and conduct of this proceeding before this Commission or any resulting proceedings before any judicial tribunal. All such persons shall use their best efforts to keep the Confidential Information secure in

accordance with the purposes and intent of this Protective Order. To this end, persons having custody of any Confidential Information shall keep the documents properly secured during all times when the documents are not being reviewed by a person authorized to do so.

Returning Material to Party

15. The parties hereto affected by the terms of this Protective Order further retain the right to question, challenge and object to the admissibility of any and all data, information, studies and other matters furnished under the terms of the Protective Order in response to requests for information or other modes of discovery, and to the right to cross-examine on any applicable grounds.

16. Upon completion of this proceeding and judicial review, all Confidential Information furnished under the terms of this Protective Order shall, upon request made within thirty (30) days, be returned within thirty (30) days to the party who produced such Confidential Information. Notes taken with regard to Confidential Information shall be destroyed at the time other Confidential Information is returned, in the presence of the party who produced the Confidential Information if that party so requests. Confidential Information made part of the record in any proceeding shall remain in the possession of the Commission, and, unless otherwise agreed by the party that produced the information or as provided by future order, shall continue to be subject to the protective requirements of this Order.

Other Rights Preserved

17. This Protective Order shall in no way constitute any waiver of the rights of any party herein to contest any assertion of confidentiality or to appeal any finding that specific information is Confidential Information or should be subject to the protective requirements of

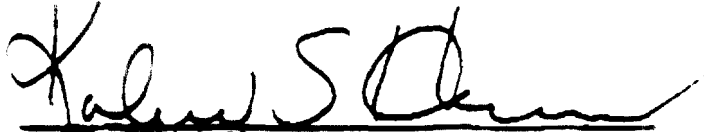
this Order. The designation of any information as Confidential Information may be challenged to the presiding Administrative Law Judge, the Commission, or a court having jurisdiction for a determination, after hearing, as to whether said material should be so classified. Nothing in this Protective Order shall be deemed to prevent the Administrative Law Judge or the Commission from raising on his or its own motion the correctness of designating information as Confidential Information. Nothing in this Protective Order, or any order of the ALJ or Commission adopting this Protective Order, shall be construed as an order by the ALJ or the Commission that the materials exchanged under this Protective Order are in fact entitled to Confidential treatment.

18. The Administrative Law Judge, the Commission, or any Court may modify this Protective Order on motion of any party or on its own motion upon reasonable prior notice to the parties and an opportunity for comment. Nothing contained herein shall limit any party's right to judicial review of this Order or any decision rendered hereunder.

19. This Protective Order may be superseded by the Administrative Law Judge, the Commission, or a court of competent jurisdiction after due notice and an opportunity for comment. Titles or subtitles in this Order are informational only and are not intended to affect the textual provisions.

SIGNED AT AUSTIN, TEXAS THE ~~4~~¹⁴ day of July, 1994.

PUBLIC UTILITY COMMISSION OF TEXAS

A handwritten signature in black ink, appearing to read 'Kathleen S. Hamilton', written over a horizontal line.

KATHLEEN S. HAMILTON
ADMINISTRATIVE LAW JUDGE

EXHIBIT A
DOCKET NOS. 12475 & 12481
PROTECTIVE ORDER

I agree to comply with and be bound by the terms and conditions of this
Protective Order.

SIGNATURE: _____
NAME PRINTED: _____
TITLE: _____
ADDRESS: _____

REPRESENTING: _____
EMPLOYER: _____
DATE: _____

EXHIBIT B

PUBLIC UTILITY COMMISSION OF TEXAS

DOCKET NOS. 12475 & 12481

The copies listed on "Attachment A" have been provided to Counsel of Record indicated below, pursuant to the terms of the Protective Order entered in Docket Nos. 12475 & 12481.

These copies will remain in the custody of:

Name Printed

STATEMENT OF RECEIPT

I, _____, as (COUNSEL OF RECORD) or
(DESIGNATED REPRESENTATIVE) ~~which was~~ have received the sealed envelope marked
"Confidential Information." These copies are to remain in the possession of:

Name: _____

Title: _____

Address: _____

Signed on this _____ day of _____, 1994

Name: _____

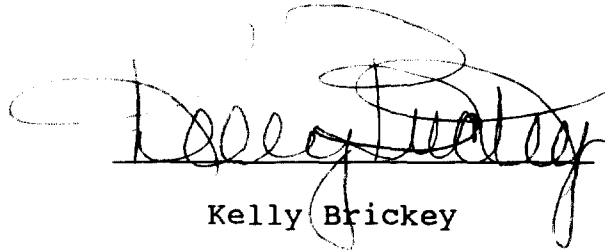
ATTACHMENT "A"

DOCKET NOS. 12475 & 12481 ** PROTECTIVE ORDER

Copies of the following documents have been provided to Counsel of Record, pursuant to the terms of the Protective Order entered in Docket Nos. 12475 & 12481.

CERTIFICATE OF SERVICE

I, Kelly Brickey, hereby certify that the foregoing "Brief of SBC Communications, Inc.", have been served June 14, 1996 to the Parties of Record.



Kelly Brickey

June 14, 1996

INTERNATIONAL TRANSCRIPTION SERVICES INC
1919 M STREET NW
SUITE 246
WASHINGTON DC 20554